

RAILEASE

Inc
Business Center Building
P.O. Box 1518
Bellevue, Washington 98009
Telephone (206)455-7400

RECEIVED

MAY 19 11 47 AM '82

May 11, 1982

2-139A047

I. C. C.
FEE OPERATION BR.

Ms. Agatha Mergenovich, Secretary
Interstate Commerce Commission
Room 2215, 12th & Constitution
Washington, D.C. 20423

RECORDATION NO. 12767
MAY 19 1982
Date...
MAY 19 1982 11 55 AM
INTERSTATE COMMERCE COMMISSION
Washington, D.C.

Dear Ms. Mergenovich:

Enclosed for filing and recordation pursuant to the provisions of 49 U.S.C. Section 11303 are one original and five copies of the following document:

Equipment Schedule 2 to Lease Agreement dated as of February 26, 1982, between RAILEASE Inc and The Denver and Rio Grande Western Railroad Company

This document relates to 3 FB Bulkhead Flat Cars marked as follows:

D&RGW 2051, 2067, 2095

The names and addresses of the parties to the transaction evidenced by the document described above are as follows:

LESSOR: RAILEASE Inc
777 106th Avenue, N.E.
Bellevue, Washington 98004

LESSEE: The Denver and Rio Grande Railroad Company
P. O. Box 5482
Denver, Colorado 80217

It is requested that this lease supplement be filed and recorded under the names of the parties as set forth above. In view of the fact that it relates to the Equipment Trust Agreement dated as of September 30, 1980 between The Connecticut Bank and Trust Company, as Trustee, and RAILEASE Inc, previously recorded on January 14, 1981 at 9:40 AM and assigned recordation number 12767, we request that it be assigned the next available letter designation under that primary number. The Lease Agreement to which this Equipment Schedule 2 relates was previously recorded on March 3, 1982 at 3:15 PM and assigned recordation number 12767-C.

We also enclose a check for \$10.00 for the required recordation fee.

David C. Stacy

Please return to the representative of Messrs. Howrey & Simon, delivering this letter as agent for RAILEASE (1) your letter acknowledging the filing, (2) a receipt for the \$10.00 filing fee paid by check, (3) the enclosed copies of this letter, and (4) four enclosed copies of the document, retaining one original for your files -- all stamped with your official recordation marks.

Very truly yours,


R. W. Dickey
President

Enclosures

EQUIPMENT SCHEDULE 2 MAY 19 1982 - 11 55 AM

INTERSTATE COMMERCE COMMISSION

RAILEASE Inc ("Lessor") hereby leases the following additional railcars to The Denver and Rio Grande Western Railroad Company ("Lessee"), pursuant to Section 3B of that certain Lease Agreement dated as of February 26, 1982 (the "Lease"), recorded with the Interstate Commerce Commission on March 3, 1982 at 3:15 PM under recordation number 12767-C.

1.	<u>Number of Cars</u>	<u>Designation</u>	<u>Car Numbers</u>	<u>Dimensions</u>	<u>Specification</u>
	3	FB or FBS	D & RGW 2051, 2067, 2095	60 ft. 6 in. 100 ton Bulkhead Flat Cars	PACCAR Inc PC-711

2. It is understood that the foregoing Cars were first placed in service with another lessee.

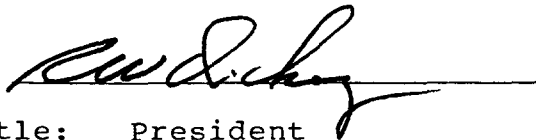
3. Lessor and Lessee hereby incorporate by reference all of the terms, conditions and provisions of the Lease in this Schedule.

IN WITNESS WHEREOF, the parties have each caused their respective duly authorized officers to have executed this Schedule as of May 11, 1982.

RAILEASE Inc

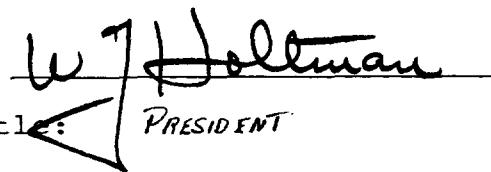
The Denver and Rio Grand
Western Railroad Company

By



Title: President

By



Title:

PRESIDENT

STATE OF COLORADO)
) ss.:
CITY AND COUNTY OF DENVER)

On this 18 day of May, 1982, before me personally appeared *W. J. Holtman*, to me personally known, who being by me duly sworn says that such person is *President* of Denver & Rio Grande Western Railroad Company, and that the foregoing Equipment Schedule No. 2 was signed on behalf of said Corporation by authority of its Board of Directors, and such person acknowledged that the execution of the foregoing instrument was the free act and deed of such Corporation.

(seal)

Dale H. Machart
Notary Public
1515 Arapahoe Denver
My commission expires *July 10, 1983*

STATE OF WASHINGTON)
) ss.:
COUNTY OF KING)

On this 12th day of May, 1982, before me personally appeared R. W. Dickey, to be personally known, who being by me duly sworn says that such person is President of RAILEASE Inc, and that the foregoing Equipment Schedule No. 2 was signed on behalf of said Corporation by authority of its Board of Directors, and such person acknowledged that the execution of the foregoing instruments was the free act and deed of such Corporation.

(seal)

Judith K. Smith
Notary Public
My commission expires
July 15, 1985